

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Belousova Maria (Last) (First) (Middle) C/O GRUBHUB INC., 5 BRYANT PARK, 15TH FLOOR (Street) NEW YORK, NY 10018 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GrubHub Inc. [GRUB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technology Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/11/2019</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$78.08	2/11/2019		A		31693		(1)	2/11/2029	Common Stock	31693	\$0.00	31693	D	
Restricted Stock Units	(2)	2/11/2019		A		12692		(3)	(3)	Common Stock	12692	\$0.00	12692	D	

Explanation of Responses:

- (1) On February 11, 2019, the Reporting Person was granted 31,693 options, 25% of which will vest on February 1, 2020 and the remainder of which will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to her continued status as a service provider.
- (2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive a share of common stock, or at the option of the Compensation Committee, cash of equivalent value.
- (3) On February 11, 2019, the Reporting Person was granted 12,692 RSUs, 25% of which will vest on February 1, 2020 and the remainder of which will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to her continued status as a service provider.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Belousova Maria C/O GRUBHUB INC. 5 BRYANT PARK, 15TH FLOOR NEW YORK, NY 10018			Chief Technology Officer	

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Maria Belousova

2/13/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.